

AMERICAN EXPRESS CO

Form 4

January 12, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cox L Kevin

(Last) (First) (Middle)

200 VESEY STREET, AMERICAN
EXPRESS TOWER

(Street)

NEW YORK, NY 10285-5001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AMERICAN EXPRESS CO [AXP]

3. Date of Earliest Transaction
(Month/Day/Year)

01/10/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Chief Human Resources Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock | 01/10/2017 | | M | 26,157 A | \$ 49.13 30,090 | D | |
| Common Stock | 01/10/2017 | | S ⁽¹⁾ | 23,819 D | \$ 78 6,271 | D | |
| Common Stock | 01/10/2017 | | M | 22,181 A | \$ 38.1 28,452 | D | |
| Common Stock | 01/10/2017 | | S ⁽¹⁾ | 19,438 D | \$ 78 9,014 | D | |
| Common Stock | 01/10/2017 | | S | 11,317 D | \$ 78 10,751 | I | By GRAT II |

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| | | | |
|--------------|----------------------|---|-----------------|
| Common Stock | 22,359 | I | By GRAT I |
| Common Stock | 52.63 ⁽²⁾ | I | by 401(k) Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 49.13 | 01/10/2017 | | M | 26,157 | 01/31/2010 ⁽³⁾ 01/30/2018 | Common Stock | 26,157 |
| Employee Stock Option (Right to Buy) | \$ 38.1 | 01/10/2017 | | M | 22,181 | 01/26/2011 ⁽⁴⁾ 01/26/2020 | Common Stock | 22,181 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| Cox L Kevin 200 VESEY STREET, AMERICAN EXPRESS TOWER NEW YORK, NY 10285-5001 | Director 10% Owner Officer Chief Human Resources Officer |

Signatures

/s/ Carol V. Schwartz,
attorney-in-fact

01/12/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
The reported disposition represents the sale of shares to cover the cost of exercise and withholding tax obligations arising from the stock
- (1) option exercise reported above and the sale of 50% of the net shares acquired from this exercise; the reporting person will retain the balance of the net shares in accordance with the Company's retention guidelines for executive officers.
- (2) Shares held in reporting person's account under the Company's Retirement Savings Plan. This plan uses unit accounting, and the number of shares that a participant is deemed to hold varies with the unit price of the Company pooled stock fund.
- (3) 9,597 of the options exercised became exercisable on 1/31/2010; the balance became exercisable on 1/31/2011.
- (4) 21,653 of the options exercised became exercisable on 1/26/2011; the balance became exercisable on 1/26/2012.

Remarks:

The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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